

Asit C. Mehta Financial Services Limited
33rd Annual Report
2016-2017

FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

| Particulars | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
|------------------------------------------|---------|---------|---------|---------|---------|
| Net Worth* | 574 | 606 | 834 | 880 | 1,033 |
| Borrowings | 3,352 | 2,427 | 1,573 | 1,508 | 1,543 |
| Net fixed Assets (including revaluation) | 6,440 | 6,554 | 5,607 | 5,729 | 4,539 |
| Investments | 1,547 | 1547 | 1,547 | 1,547 | 1,547 |
| Book Value per share (in rupees) | 11.59 | 12.23 | 16.85 | 17.77 | 20.86 |
| Gross Income | 652 | 340 | 372 | 256 | 197 |
| Operating and Other expenses | 686 | 582 | 430 | 416 | 267 |
| Profit Before Tax | (34) | (243) | (57) | (160) | (70) |
| Profit After Tax | (32) | (229) | (42) | (153) | (64) |
| Equity Dividend Per share – (in rupees) | - | - | - | - | - |

*excluding revaluation reserve

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Corporate Information

Board of Directors

Mr. Asit C. Mehta
Chairman
DIN: 00169048

Mrs. Deena A. Mehta
Non-Executive Director
DIN:00168992

Mr. Kirit H.Vora
Non-Executive Director
DIN: 00168907

Mr. Vijay Ladha
Independent Director
DIN: 00168663

Mr. Radha Krishna Murthy
Independent Director
DIN: 00221583

Mr. Pundarik Sanyal
Independent Director
DIN: 01773295

Manager
Mr. Pankaj Jeevanlal Parmar

Chief Financial Officer
Ms. Purvi Ambani

Company Secretary & Compliance Officer
Ms. Meha Singh Sikarwar
w.e.f. 27th May, 2016

Statutory Auditors

M/s Manek & Associates, Chartered Accountants, 3,
Shanti Kunj, 17, Prarthana Samaj, Vile Parle (East),
Mumbai: 400057

Internal Auditors

S.K. Sheth & Associates, 701, Ganjawala Residency,
Ganjawala Lane, Borivali (West), Mumbai: 400092

Registrar and Transfer Agent

Link Intime India Private Limited,
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083
Phone no:022- 4918 6270 Fax no.:022-4918 6060
Website: www.linkintime.co.in

Bankers

ICICI Bank
Bank of India
State Bank of India

Registered office Address

Nucleus House, Saki-Vihar Road,
Andheri (East), Mumbai: 400072
Tel. No: 022- 28570781/28583333
E-mail: investorgrievance@acmfsl.co.in
Website: www.acmfsl.com
CIN: L65900MH1984PLC091326

ASIT C MEHTA FINANCIAL SERVICES LIMITED

ASIT C. MEHTA FINANCIAL SERVICES LIMITED

(CIN: L65900MH1984PLC091326)

Registered office: Nucleus House, Saki-Vihar Road, Andheri (East), Mumbai: 400072

Tel: 022-28570781 / 28583333

Website: www.acmfsl.com Email id: investorgrievance@acmfsl.co.in

NOTICE

NOTICE is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING (AGM)** of the Members of Asit C. Mehta Financial Services Limited will be held at the registered office of the Company situated at Nucleus House, Saki Vihar Road, Andheri (East), Mumbai: 400072 at 11.00 a.m., on Thursday, 31st August, 2017 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Asit C. Mehta (DIN: 00169048), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Chandrakant & Sevantilal, Chartered Accountants (Firm Registration No. 101675W), be and is hereby appointed as the Statutory Auditors of the Company (in place of M/s. Manek & Associates, Chartered Accountant(s){Firm Registration Number: 0126679W}, the retiring Statutory Auditors), to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Thirty Eighth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the Thirty Eighth (38th) Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

FOR AND ON BEHALF OF THE BOARD

Date: 20th May, 2017

Place: Mumbai

**ASIT C. MEHTA
CHAIRMAN
DIN: 00169048**

REGISTERED OFFICE:

Nucleus House,
Saki- Vihar Road, Andheri (East),
Mumbai – 400 072
CIN: L65900MH1984PLC091326

NOTES:

1. An Explanatory Statement is annexed hereto, though strictly not required as per Section 102 of the Act relating to the item No. 3, Ordinary Business to be transacted at the Meeting.
2. The Register of Members and Transfer Books of the Company will remain closed from Thursday, 24th August, 2017 to Thursday, 31st August, 2017 both days inclusive.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing proxy, in order to be effective, must be deposited at the Registered Office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative(s) who are authorized to attend and vote on their behalf at the Meeting.
5. Members/proxies, who attend the meeting, are requested to complete the attendance slip and deliver the same at the registration counter at the meeting venue. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can write to the Registrar & Transfer Agents of the Company at rnt.helpdesk@linkintime.co.in for assistance in this regard.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **Transfer of Unclaimed/ Unpaid dividend amounts and Shares to the Investor Education and Protection Fund (IEPF):**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') all unclaimed / unpaid dividend amounts along with the interest, remaining unclaimed/ unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account maintained by the authority on behalf of Central Government.

The Ministry of Corporate Affairs (MCA) vide its notification no. G.S.R. 854(E) dated 5th September, 2016 notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 07th September, 2016 which described the manner for transfer of shares to the IEPF, in

accordance with the notification, the Company has sent notices to all the members whose shares are liable to be transferred to IEPF in respect of which dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members were requested to claim their unclaimed dividend and shares from the Company on or before 31st December, 2016. In case the dividends were not claimed by the said date, necessary steps are being initiated by the Company to transfer shares held by the members to IEPF without further notice.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and by sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2009-10 onwards for the Company, are requested to write to the company or send e-mail to investorgrievance@acmfsl.co.in. It may be noted that the unclaimed Final Dividend for the financial year 2009-10 declared by the Company on 1st September, 2010 can be claimed by the Members on or before 7th October, 2017.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website www.acmfsl.com, the information on details of the members whose amount of dividend remain with the Company unclaimed as on 1st September, 2010 i.e. the date of the 26th Annual General Meeting of the Company . The information is also available on the website of the IEPF Authority viz. www.iepf.gov.in.

10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days of the Company during business hours up to the date of the Meeting.
11. Electronic copy of the Annual Report for financial year 2016-17 and the Notice of 33rd Annual General Meeting ("AGM") along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agents /Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for FY 2016-17 and the Notice of 33rd AGM along with Attendance Slip and Proxy Form are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agents/Depositories.
12. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, brief profile of the Director who is proposed to be appointed/re-appointed is annexed hereto.
13. A Route map showing directions to reach the venue of the 33rd AGM is given at the end of the Notice as per the requirement of Secretarial Standards-2 on "General Meeting".
14. **Process and manner of voting through Electronic Means:**
 - i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide facility for remote e-voting (i.e. e-voting from a place other than venue of AGM) and the business as set out in this notice may be transacted by the members through such voting. The remote e-voting facility is provided through e-voting platform of Central Depository Services (India) Limited ("CDSL").
 - ii. The facility for voting through poll paper shall also be made available at the AGM. The members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - iv. Members can opt for only one mode of voting, i.e. either by Poll paper or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll

Form shall be treated as invalid

- v. The members holding shares of the company as on Thursday, August 24, 2017 (i.e. the cut-off date) shall be entitled to cast vote either through remote e-voting facility or through poll paper at the venue of the AGM.
- vi. The Board of Directors has appointed Mrs. Dipti Mehta, Partner, M/s Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process (including the Poll Paper received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- vii. The results shall be declared on or after the AGM. The results along with the requisite enclosures etc. shall be placed on the website of the Company and will also be forwarded simultaneously to BSE Ltd., where the shares of the Company are listed.
- viii. The process and the manner of voting through remote e-voting facility and time schedule thereof including details about login ID, procedure for generating password and casting of vote in a secure manner is as under:

Time schedule for remote E-voting:

The voting period begins on Monday August 28, 2017 at 9.00 a.m. and will end on Wednesday August 30, 2017 at 5.00 p.m. During this period, shareholders' of the company, holding shares either in physical form or in dematerialized form, as on August 24, 2017 (cut-off date) may cast their vote electronically. The members please note that the remote e-voting shall not be allowed beyond the aforesaid date and time and e-voting module shall be blocked by CDSL for voting thereafter.

Steps for e-voting:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders"
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in physical form should enter folio number registered with the company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| For Members holding shares in De-mat Form and Physical Form | |
|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach the Company selection screen.

However, members holding shares in de-mat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other company on which they are

ASIT C MEHTA FINANCIAL SERVICES LIMITED

eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for "Asit C. Mehta Financial Services Limited" on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.

(xviii) Note on Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

FOR AND ON BEHALF OF THE BOARD

Date: 20th May, 2017
Place: Mumbai

ASIT C. MEHTA
CHAIRMAN
DIN: 00169048

REGISTERED OFFICE:

Nucleus House,
Saki- Vihar Road, Andheri (East),
Mumbai – 400 072
CIN: L65900MH1984PLC091326

ASIT C MEHTA FINANCIAL SERVICES LIMITED

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item 3:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Manek & Associates, Chartered Accountants, Mumbai, (Firm Registration Number: 0126679W) were appointed as the Auditors of the Company at the Thirtieth Annual General Meeting (AGM) of the Company held on September 26, 2014 for a term of three years to hold office till the conclusion of this AGM. M/s. Manek & Associates have been the Auditors of the Company since financial year 2008-09.

As per the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s. Manek & Associates can continue as the Auditors of the Company only up to the conclusion of this Annual General Meeting ('AGM'), having completed their term as per the provisions of Section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 20, 2017, proposed the appointment of M/s. Chandrakant & Sevantilal, Chartered Accountants (Firm Registration No. 101675W) as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Thirty Eighth (38th) AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act).

M/s. Chandrakant & Sevantilal, Chartered Accountants (Firm Registration No. 101675W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

Details of Director(s) seeking appointment / re-appointment at the forthcoming Annual General Meeting

Pursuant to Clause 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations

| | | |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| Particulars | Mr. Asit C. Mehta | |
| Date of Birth | 24th August 1959 | |
| Date of Appointment | 1st April, 2001 | |
| Age | 57 | |
| Qualifications | B. Com., ACA, PG Diploma in Securities Law | |
| Expertise in specific functional areas | Corporate Debt, Inter-bank, Forex Broking, Investment Banking, Portfolio management, Stock Broking. | |
| Remuneration last drawn | Nil (Except sitting fees) | |
| No. of Meetings of the Board attended during the year. | Held | Attended |
| | 4 | 4 |
| Directorships held in other Companies | 1.Asit C Mehta Investment Intermediates Limited 2.Asit C Mehta Forex Private Limited 3.Asit C. Mehta Real Estate Services Private Limited 4.Asit C. Mehta Comdex Services, DMCC – Dubai 5.ACM Commodity Services Pvt. Ltd. | |
| Memberships/Chairmanships held in committees of the Board of other companies | 1.Asit C Mehta Investment Intermediates Limited | Member of Audit Committee |
| Number of shares held in the Company | 2,284,138 equity shares of Rs. 10/- each. | |
| Relationship with other Directors | Mrs. Deena A. Mehta | Spouse |

FOR AND ON BEHALF OF THE BOARD

ASIT C. MEHTA
CHAIRMAN

Date: 20th May, 2017

Place: Mumbai

DIN: 00169048

REGISTERED OFFICE:

Nucleus House,
Saki- Vihar Road, Andheri (East),
Mumbai – 400 072

CIN: L65900MH1984PLC091326

Route Map to the Venue of the Annual General Meeting
(Venue: Nucleus House, Saki-Vihar Road, Andheri (East), Mumbai: 400072)

